

INTEVAC INC
Form 4
November 04, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Northern Right Capital Management,
L.P.

(Last) (First) (Middle)
500 CRESCENT COURT, SUITE
230,

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEVAC INC [IVAC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of a 13D 10% group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/02/2015 | | J | | 223,242 | D | \$ 0 33,142 | I | See footnotes (1) (5) (6) |
| Common Stock | 11/02/2015 | | J | | 33,142 | D | \$ 0 0 | I | See footnotes (1) (5) (6) |
| Common Stock | 11/02/2015 | | J | | 905,363 | D | \$ 0 746,659 | I | See footnotes (2) (5) (6) |
| Common Stock | 11/02/2015 | | J | | 33,142 | A | \$ 0 779,801 | I | See footnotes |

| | | | |
|--------------|-----------|---|--------------------------------------|
| Common Stock | 1,128,605 | I | (2) (5) (6) See footnotes (3) (6) |
| Common Stock | 354,566 | I | See footnotes (4) (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Options | \$ 5.62 | | | | | 06/04/2016 06/04/2022 | Common Stock 13,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Northern Right Capital Management, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201 | X | | | Member of a 13D 10% group |
| Becker Steven R C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201 | X | | | Member of a 13D 10% group |

| | |
|---|------------------------------|
| Drapkin Matthew A C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201 | Member of a 13D 10% group |
| Northern Right Capital (QP), L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201 | Member of a 13D 10% group |
| BECKER DRAPKIN PARTNERS, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201 | Member of a 13D 10% group |
| BC Advisors LLC 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201 | Member of a 13D 10% group |

Signatures

| | |
|---|------------------------|
| NORTHERN RIGHT CAPITAL MANAGEMENT, L.P., By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory __Signature of Reporting Person | 11/04/2015 Date |
| NORTHERN RIGHT CAPITAL (QP), L.P., By: Northern Right Capital Management, L.P., its general partner, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory __Signature of Reporting Person | 11/04/2015 Date |
| BECKER DRAPKIN PARTNERS, L.P., By: Northern Right Capital Management, L.P., its general partner, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Authorized Signatory, By: /s/ Steven R. Becker, Authorized Signatory __Signature of Reporting Person | 11/04/2015 Date |
| BC ADVISORS, LLC, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory __Signature of Reporting Person | 11/04/2015 Date |
| MATTHEW A. DRAPKIN, /s/ Matthew A. Drapkin. __Signature of Reporting Person | 11/04/2015 Date |
| STEVEN R. BECKER, /s/ Steven R. Becker __Signature of Reporting Person | 11/04/2015 Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents Common Stock of the Issuer directly held by Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.").
- (2) Represents Common Stock of the Issuer directly held by Northern Right Capital (QP), L.P. (f/k/a Becker Drapkin Partners (QP), L.P.) ("NRC QP").

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- (3) Represents Common Stock of the Issuer directly held by Becker Drapkin Partners SLV, Ltd. ("BD SLV").
- (4) Represents Common Stock of the Issuer directly held by a managed account on behalf of an investment advisory client (the "Managed Account") of Northern Right Capital Management, L.P. (f/k/a Becker Drapkin Management, L.P.) ("NRC Management").
- (5) Pursuant to Rule 16a-13 of the Securities Exchange Act of 1934, on November 2, 2015, as part of an internal restructuring of the entities managed by NRC Management, (i) NRC QP transferred 905,363 shares of Common Stock to BD SLV, (ii) Becker Drapkin, L.P. transferred 223,242 shares of Common Stock to BD SLV and (iii) Becker Drapkin, L.P. transferred 33,142 shares of Common Stock to NRC QP, in each case in exchange for interests of the applicable transferee.
- (6) Mr. Becker and Mr. Drapkin may be deemed to beneficially own such Common Stock as each is a member of BC Advisors, LLC, which is the general partner of NRC Management (of which each of Mr. Becker and Mr. Drapkin is a limited partner), and NRC Management is the general partner of, and investment manager for, NRC QP, and the investment manager of each of BD SLV and the Managed Account. Mr. Becker disclaims beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.
- (7) In connection with Mr. Drapkin's reelection to the Board of Directors of the Issuer, the Issuer granted these options to Mr. Drapkin. This option grant will vest in full on June 4, 2016. These options of the Issuer are directly held by Mr. Drapkin.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.